

LOG000051828

00789-00623-00524-00671 not incorporator

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

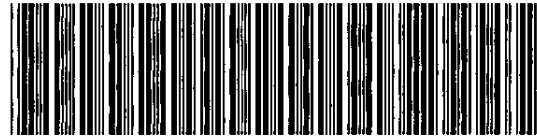
Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

FL LC

Office Use Only



600068506596

03/24/06--01046--027 **160.00

FILED

06 MAY 18 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1006-14860



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2006

FRED JOHNSON
61 CAMINO REAL BLVD.
HOWEY-IN-THE-HILLS, FL 34737

SUBJECT: FS PROPERTIES OF FLORIDA, LLC
Ref. Number: W06000014860

We have received your document for FS PROPERTIES OF FLORIDA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Limited Liability Companies do not have INCORPORATORS. You must remove any reference to this term. The documents must be signed by a Member or an Authorized Representative and their signature must be titled as such. Also the document must contain the Principal and Mailing address of the company.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 206A00021020

FILED
06 MAY 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FS PROPERTIES OF FLORIDA, LLC**

The undersigned member, desiring to form a limited liability company (hereinafter referred to as the "Company") pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, as amended (hereinafter referred to as the "Act"), executes the following Articles of Organization.

**ARTICLE I.
Name**

The name of the Company is FS PROPERTIES OF FLORIDA, LLC.

**ARTICLE II.
Purpose**

(a) The purpose for which the Company is formed is to engage in any lawful business and to exercise all powers enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**ARTICLE III.
Duration**

Unless sooner dissolved in accordance with the Company's operating agreement or the Act, the duration of the Company shall be perpetual.

**ARTICLE IV.
Registered Office and Registered Agent**

Section 4.1. Registered Office. The street address of the Company's initial registered office is 61 Camino Real Blvd, Howey-in-the-Hills, Florida 34737.

Section 4.2. Registered Agent. The name of the Corporation's initial registered agent is Fred Johnson.

**ARTICLE V.
Membership Units**

The total number of membership units which the Company is authorized to issue is 100 units.

FILED
06 MAY 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

Member

The name and address of the member organizing the Company is:

Name: Fred Johnson

Address: 61 Camino Real Blvd., Howey-in-the-Hills, Florida 34737

ARTICLE VII.

PRINCIPAL MAILING ADDRESS

The initial principal place of business and mailing address of the Company is:

Address: 61 Camino Real Blvd., Howey-in-the-Hills, Florida 34737

ARTICLE VIII.

Indemnification

Section 8.1. Rights to Indemnification and Advancement of Expenses.

(a) The Company shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Managers of the Company, or
- (ii) an officer of the Company, or
- (iii) while a director or officer of the Company, serving at the Company's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, (each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Company shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Company shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

FILED
06 MAY 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Company shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

(c) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

(d) Notwithstanding anything to the contrary, any indemnification shall be fully subordinate to any obligations under the Company's debt and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligation.

Section 8.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Company, or the ability of the Company to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 8.3. Definitions. For purposes of this Article:

(a) The term "director" means an individual who is or was a member of the Board of Managers of the Company or an individual who, while a director of the Company, is or was serving at the Company's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(c) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.


FILED
MAY 18 AM 11:25
CLERK OF STATE
TREASURY
FLORIDA

(e) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

[SIGNATURE PAGE FOLLOWS]

FILED
06 MAY 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned, as member of the Company, this 30 day of March, 2006.



Fred Johnson, member

FILED
06 MAY 18 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by Samuel J. Schmutte, Attorney at Law.

NY:995730.2